

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**TEEVEE TOONS, INC.
d/b/a TVT RECORDS,**

Debtor.

Case No. 08-10562 (ALG)

Chapter 7 (Converted)

**ORDER GRANTING APPLICATION OF O'MELVENY & MYERS LLP, AS
COUNSEL TO BERNARD NATIONAL LOAN INVESTORS LTD.,
FOR THE PAYMENT OF ESCROWED FUNDS**

This matter coming before the Court on the Application of O'Melveny and Myers LLP ("OMM"), as Counsel to Bernard National Loan Investors Ltd., for the Payment of Escrowed Funds ("Application"); and the Court having conducted a hearing on December 11, 2008 and found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (c) notice of the Application was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with the provisions of the Final DIP Financing Order,¹ the Chapter 7 Trustee is authorized and directed to release within two business days of the date of the entry of this Order the final \$10,969.12 budgeted for Agent's counsel in the Final DIP

¹ Capitalized but undefined terms used herein shall have the meaning ascribed to them in the Application.

Financing Order to OMM as partial payment of the June invoice.

Dated: December 11, 2008
New York, New York

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE